

2008 Annual Mayor's Neighborhood Summit

Transitioning Board Members & Officers

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Kentucky International Convention Center

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**2008 Annual Mayor's
Neighborhood Summit**

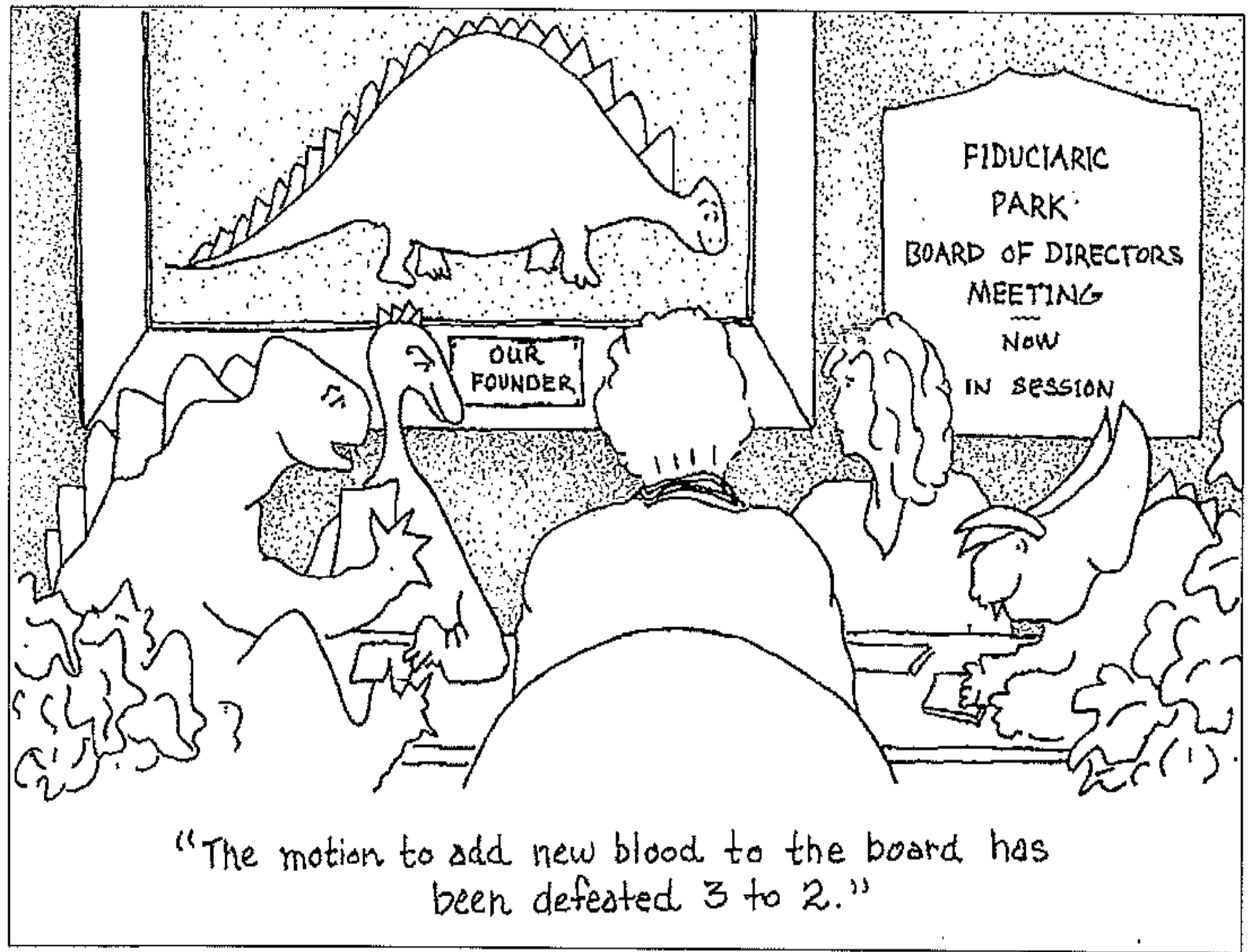
Board Passages

Key Stages in a Board's Lifecycle

Change is inevitable; in a progressive environment, change is constant

The First Stage – An Organizing Board of Volunteers

Just when a board hits its stride, a shift in board or staff leadership can cause the board to become unfocused and unsure of its role



"The motion to add new blood to the board has been defeated 3 to 2."

Board Passages

Key Stages in a Board's Lifecycle

A board is not and can not be static

The Transition to A Volunteer Governing Board

New board members – who bring different experiences and new expectations – seem essential to this transition

“What have these older board members been doing? Why have they wasted their time and not really built the organization?”

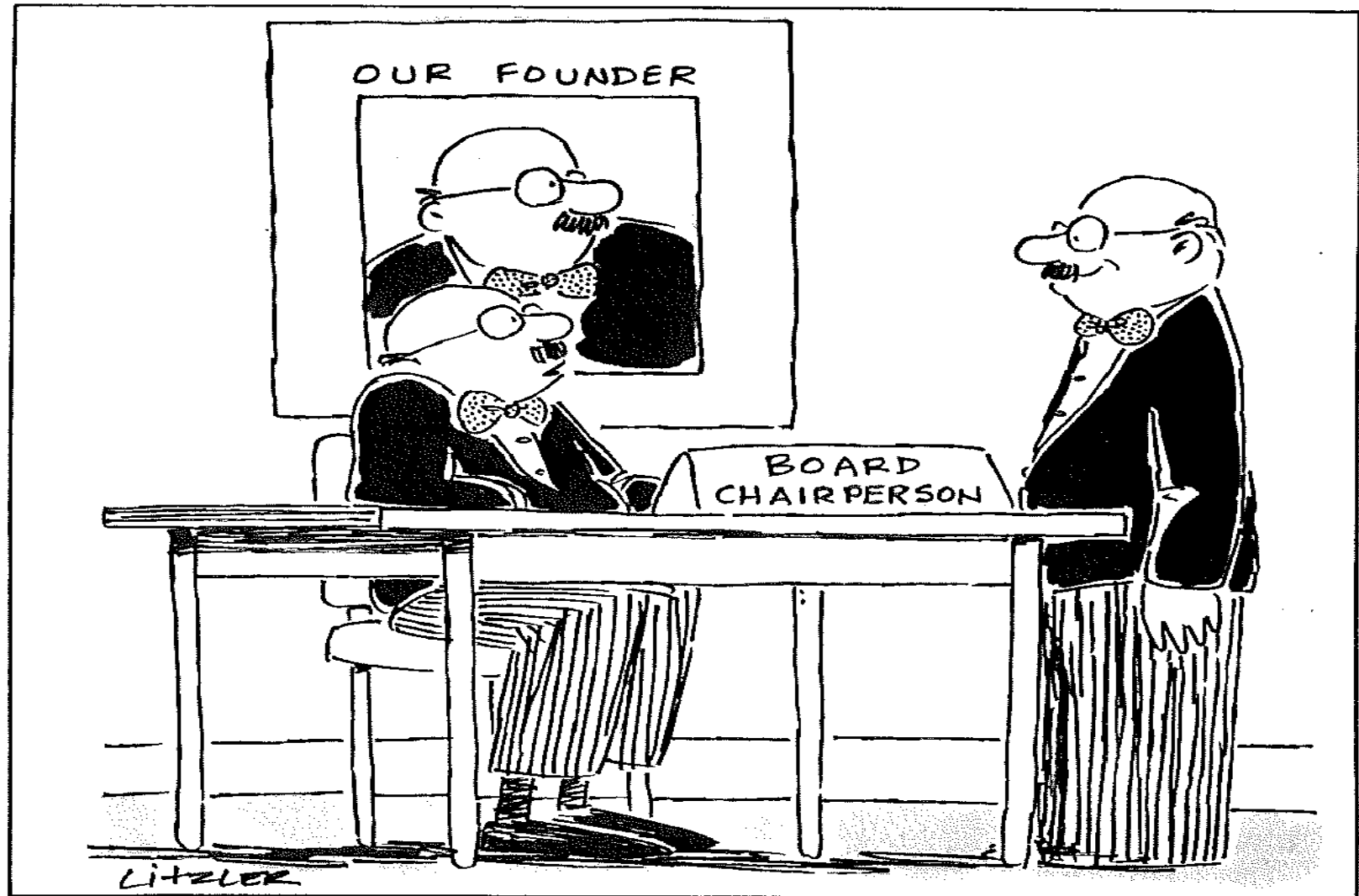
Board Passages

Key Stages in a Board's Lifecycle

What emergent vision is the organizing board struggling to create?

The Middle Stage of A Volunteer Governing Board

The board seems to be the slowest part of an organization to change, and the slowest to discover and operate on a new dynamic that is relevant to its lifecycle



"I'D SAY OUR NOMINATING COMMITTEE DID AN
EXCEPTIONAL JOB RECRUITING YOU TO SERVE ON
OUR BOARD."

Board Passages

Key Stages in a Board's Lifecycle

The board begins to take a life of its own

The Transition to the Mature Stage

Financial Oversight

Governance

Policy Planning

Board Committee and Officer Involvement

The board provides overall guidance and evaluates and audits performance at the completion of work

Board Roles

Key Stages in a Board's Lifecycle

There can be a perplexing lack of clarity about what boards “ought to do”, even when one can identify the organizational lifecycle and the board's stage of growth

The Mature Stage –

Changing Memberships: The Key to a Board's Health

Only with fresh blood and constant sources of new energy can boards move through the phases necessary for the organization's growth and development

A Paradigm The Evolution of a Board

- **Boards that operate as committees of the whole**
- **Founders who dominate board membership (little to no turnover)**
- **Board and Officers who “represent” constituencies**
- **Strong emotional commitment by directors to organization purposes**
- **Boards that depend on effective standing committees**
- **Officers chosen on merit, background, skills (reasonable turnover)**
- **Directors and Officers who are selected “at large”**
- **Less emotional investment and more of board or officer expertise, skills, influence**

THE WALL STREET JOURNAL



**“Miss Jenkins! I have a meeting in 10 minutes,
and I can’t find my hidden agenda.”**

Board and Officer Roles In Transition Basic Responsibilities

Provide a thorough orientation for new Board Members

- The Organization's Statement of Purpose***
- Its Bylaws***
- Minutes of the Last few Board Meetings***
- A Statement of Responsibilities for the Board***
- Biographies of Current Board Members***
- A List of Committee Assignments***
- Most Recent Audit Report***

Board and Officer Roles In Transition Basic Responsibilities

General Expectations

Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs

Serve in leadership positions or undertake special assignments

Avoid prejudiced judgments on the basis of information received from individuals

Follow trends in the organization's field of interest

Bring a sense of humor to the board's deliberation



LITZLER

THE CHRONICLE OF PHILANTHROPY

MARK LITZLER

"Heeere we go . . . board-retreat-strength pain reliever."

Board and Officer Roles Board Education & Retreat

Are the bylaws and policy documents up to date?

Are there a sufficient number of board meetings to take care of your business? Too many meetings?

Is the current committee structure adequate to handle the work of the board efficiently?

Are the committees of the board adequately staffed?

Are board meetings conducted effectively?

Board and Officer Roles Board Education & Retreat

Do meeting agendas cover policy issues rather than “administrivia”?

Is there sufficient opportunity to hear responsible minority opinions before recommendations are presented to the board as a whole for consideration?

Is the majority of the board involved in making decisions and the decision-making process?

Board and Officer Roles In Transition

Board and board member responsibilities are fundamentally the same for all organizations

How boards and board members actually fulfill their responsibilities will vary

There is no generic model

Board and Officer Roles In Transition

All Organizations undergo a metamorphosis over time that calls for periodic review and fine-tuning

Boards and board members begin to reach their optimal levels of performance when they ask good and timely questions

Board and Officer Roles In Transition

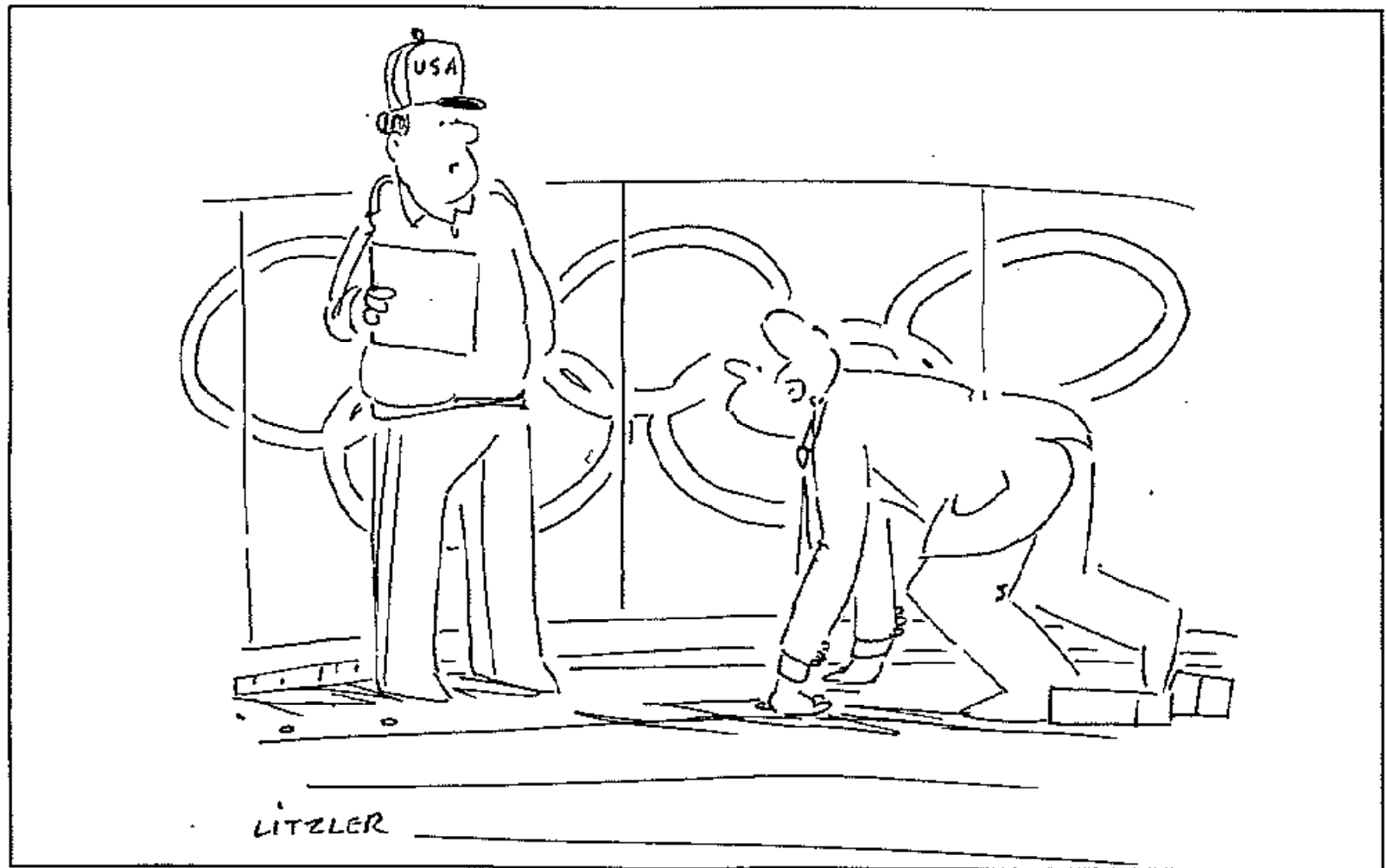
Thank You

Questions and Comments

“A good board is a victory, not a gift”



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"YOUR NEXT EVENT IN THE BOARD MEMBER DECATHLON IS
THE 1,500 METER STRATEGIC PLANNING EXERCISE."

Board and Officer Roles In Transition

Appendix

Statement of Individual Board Member's Responsibilities

Board and Officer Roles In Transition Statement of Responsibilities

Prepare for and participate in board and committee meetings, including appropriate organizational activities

Ask timely and substantive questions at board and committee meetings consistent with your conscience and convictions, while supporting majority decisions on issues decided by the board

Maintain confidentiality of the board's executive sessions, and speak for the board or organization only when authorized to do so

Suggest Agenda items periodically for board and committee meetings to ensure significant policy-related matters are addressed

Avoid asking special favors of the staff

Serve the organization as a whole rather than any special interest group

Board and Officer Roles In Transition Statement of Responsibilities

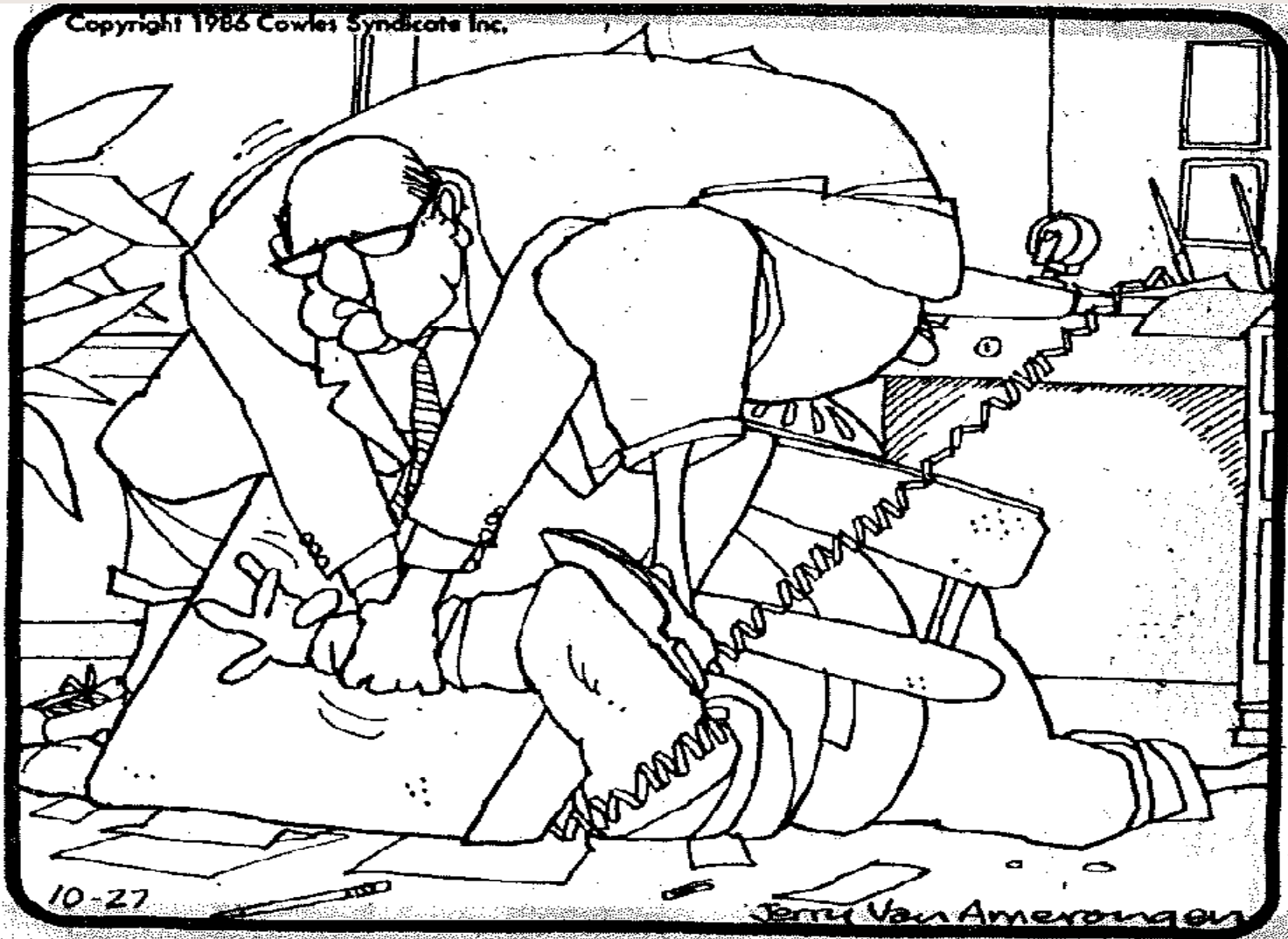
Avoid even the appearance of a conflict of interest that might embarrass the organization

Maintain independence and objectivity and act with a sense of fairness, ethics and personal integrity

Exercise prudence with the board in the control and transfer of funds or oversight of the assets of the organization

Read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility

“A good board is a victory, not a gift”



*Then there's the hands-on
management style.*